



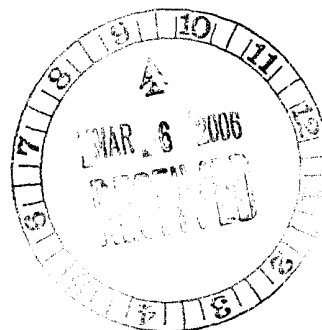
CORPORATION SERVICE COMPANY

RECORDATION NO. 26224-A FILED

MAR 06 '06

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SURFACE TRANSPORTATION BOARD



March 3, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 150770-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 28, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP**
1000 Louisiana Street, Suite 4700 Houston, TX 77002

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP** covering 109 tank cars with reporting marks and numbers – CITX 34768 – PLMX 733204 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #26224 dated 02/28/06 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MAR 06 '06

2-43 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th day of December, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP, a Delaware limited partnership, with an address at 1000 Louisiana Street, Suite 4700, Houston, TX 77002 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 12/27, 2005, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on 2/28, 2006 as Recordation Number 26224.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP

By: Michael A. Heim
Name: Michael A. Heim
Title: Executive Vice President and
Chief Operating Officer

Schedule A

Number of Cars			Equipment Description		
109			33,600 gallon capacity pressure tank car, 112J34OW		
1	CITX	34768	53	PLMX	33003
2	CITX	34800	54	PLMX	33005
3	CITX	34805	55	PLMX	33006
4	CITX	34808	56	PLMX	33007
5	CITX	34809	57	PLMX	33008
6	CITX	34810	58	PLMX	33011
7	CITX	34957	59	PLMX	33014
8	CITX	34958	60	PLMX	33015
9	CITX	34989	61	PLMX	33016
10	CITX	35045	62	PLMX	33017
11	CITX	35046	63	PLMX	33019
12	CITX	35047	64	PLMX	33024
13	CITX	35048	65	PLMX	33028
14	CITX	35049	66	PLMX	34354
15	CITX	35052	67	PLMX	34864
16	CITX	35053	68	PLMX	34930
17	CITX	35055	69	PLMX	35080
18	CITX	35057	70	PLMX	35108
19	CITX	35059	71	PLMX	35110
20	CITX	35060	72	PLMX	35111
21	CITX	35061	73	PLMX	35115
22	CITX	35064	74	PLMX	35116
23	CITX	35085	75	PLMX	35120
24	CITX	37027	76	PLMX	35123
25	DCTX	33232	77	PLMX	35126
26	DCTX	33233	78	PLMX	35129
27	DCTX	33235	79	PLMX	35130
28	DCTX	33236	80	PLMX	35132
29	DCTX	33238	81	PLMX	35134
30	DCTX	33239	82	PLMX	35136
31	DCTX	33241	83	PLMX	35140
32	DCTX	33292	84	PLMX	35142
33	DCTX	33293	85	PLMX	35145
34	DCTX	33294	86	PLMX	35146
35	DCTX	33295	87	PLMX	35176
36	DCTX	33296	88	PLMX	35181
37	DCTX	33297	89	PLMX	35183
38	DCTX	33312	90	PLMX	35185
39	PLEX	3353	91	PLMX	35187
40	PLEX	3415	92	PLMX	35189
41	PLMX	4143	93	PLMX	35193
42	PLMX	4206	94	PLMX	35197
43	PLMX	4213	95	PLMX	35198
44	PLMX	4217	96	PLMX	37000
45	PLMX	4226	97	PLMX	37001
46	PLMX	4227	98	PLMX	37002
47	PLMX	4237	99	PLMX	733161
48	PLMX	4238	100	PLMX	733164
49	PLMX	4249	101	PLMX	733168
50	PLMX	33000	102	PLMX	733169
51	PLMX	33001	103	PLMX	733172
52	PLMX	33002	104	PLMX	733173

105	PLMX	733176
106	PLMX	733178
107	PLMX	733195
108	PLMX	733199
109	PLMX	733204